# IN THE UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF OHIO EASTERN DIVISION

IN RE SQUIRRELS RESEARCH LABS LLC, ET	CASE NO. 21-61491-TNAP
AL.	(JOINTLY ADMINISTERED)
Debtors	Chapter 11
	SUBCHAPTER V
	JUDGE PATTON
Frederic P. Schwieg, Trustee	Adversary No.
Plaintiff	
V. DAVID STANFILL  Defendant	ALL DOCUMENTS REGARDING THIS MATTER MUST BE IDENTIFIED BY <b>BOTH</b> ADVERSARY AND BANKRUPTCY CASE NUMBERS AND NAME OF JUDGE

ADVERSARY COMPLAINT TO DETERMINE THE VALIDITY, PRIORITY OR EXTENT OF A LIEN OR OTHER INTEREST IN PROPERTY; TO RECOVER PREFERENTIAL TRANSFERS, TO RECOVER FRAUDULENT TRANSFERS, TO OBTAIN A DECLARATORY JUDGMENT RELATING TO THE FOREGOING AND OTHER RELIEF.

#### **JURISDICTION**

- 1. The court has jurisdiction over this adversary proceeding pursuant to 28 U.S.C. § 1334(b) and (d).
- 2. This adversary proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A), (B), (C), (K) and (O).
- 3. To the extent that the matters herein are determined not to be core proceedings, they are related to the bankruptcy case referenced above and Plaintiff consents and alleges that each Defendant also consents to the referral of this adversary proceeding to the bankruptcy judge to hear and determine and to enter appropriate orders and judgments, subject to review under 28 U.S.C. § 158.

#### **PARTIES**

4. Plaintiff Frederic P. Schwieg is the duly appointed Subchapter V Trustee ("Trustee") for the bankruptcy case in which this adversary proceeding is commenced.

5. Defendant David Stanfill, 772 Treat Blvd, Tallmadge, OH 44728 ("Defendant").Defendant is the recipient of certain transfers from the Debtor as identified below and may be served with the summons and complaint at such address. At all times relevant to this complaint the Defendant was a member of the Debtor and Defendant is an insider of the Debtor as defined in 11 USC §101(31).

# **BACKGROUND**

- 6. The allegations of the preceding paragraphs are incorporated by reference here.
- 7. On November 23, 2021 (the "Petition Date"), Squirrels Research Labs LLC ("Debtor") filed its voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").
- 8. On November 30, 2021, the Office of the United States Trustee appointed the Trustee [Case Doc. 35].
- 9. The Debtor's amended plan of reorganization [Case Doc. 237] ("Plan") was confirmed by the court on July 28, 2022 [Case Doc. 269].
- 10. Under the Plan the Trustee was given the power to investigate certain transfers to insiders of the Debtor, including Defendant.
- 11. At all times material to this complaint the Debtor was insolvent and unable to pay its obligations when due.
- 12. From time to time the Defendant either advanced funds or credit to the Debtor and received repayment of such advances of funds or credit from the Debtor. The dates of the extension of funds and the transfers received from the Debtor are accurately set forth on Exhibit A ("Transfers").

#### **COUNT I – RECHARACTERIZATION**

13. The allegations of the preceding paragraphs are incorporated by reference here.

- 14. The advances of funds and credit from the Defendant to Debtor were not debt obligations but rather contributions to capital of the Debtor.
  - 15. The Transfers were therefore on account of capital contributions and not debts.

# COUNT II IMPLIED FRAUDULENT TRANSFER FEDERAL LAW

- 16. The allegations of the preceding paragraphs are incorporated by reference here.
- 17. The Debtor received less than a reasonably equivalent value in exchange for the Transfers to Defendant.
- 18. On the date(s) of the Transfers to Defendant, the sum of the Debtor's debts was greater than all of the Debtor's property, at a fair valuation, exclusive of property transferred, concealed, or removed with intent to hinder, delay, or defraud his creditors; or it became insolvent as a result of the Transfers to Defendant.
- 19. At the time of the Transfers to Defendant, the Debtor was engaged in business or a transaction, or was about to engage in business or a transaction, for which any property remaining with the Debtor was an unreasonably small capital.
- 20. At the time of the Transfers to Defendant, the Debtor intended to incur, or believed that the Debtor would incur, debts beyond the Debtor's ability to pay as such debts matured.
- 21. Therefore, the Transfers to Defendant may be avoided pursuant to 11 U.S.C. §548 and are recoverable from the Defendant pursuant to section 550(a).

# COUNT III- IMPLIED FRAUDULENT TRANSFER—STATE LAW

- 22. The allegations of the preceding paragraphs are incorporated by reference here.
- 23. The Debtor owed money to creditors holding allowable unsecured claims against this bankruptcy estate before the time of the Transfers to Defendant.
- 24. The Debtor did not receive a reasonably equivalent value in exchange for the Transfers to Defendant.

- 25. The sum of the Debtor's debts were greater than all of the assets of the Debtor at fair valuation at the time of the Transfers to Defendant.
- 26. The Debtor was generally not paying its debts as they became due at the time of the Transfers to Defendant.
- 27. The Debtor was insolvent or was rendered insolvent as a result of the Transfers to Defendant.
- 28. At the time of the Transfers to Defendant the Debtor was engaged or about to engage in a business or a transaction for which the remaining assets of the Debtor was unreasonably small in relation to the business or transaction.
- 29. At the time of the Transfers to Defendant the Debtor intended to incur, or believed or reasonably should have believed that it would incur debts beyond its ability to pay as they came due.
- 30. Therefore the Transfers to Defendant may be avoided pursuant to O.R.C. §§ 1336.04 and 1336.05, and 11 U.S.C. §544 and are recoverable from the Ibex pursuant to section 550(a).

#### **COUNT IV – PREFERENCE**

- 31. The allegations of the preceding paragraphs are incorporated by reference here.
- 32. To the extent the Transfers were for payment of a debts the Transfers in the one-year period prior to the Petition Date were made to or for the benefit of Defendant.
- 33. The t Transfers in the one-year period prior to the Petition Date were for or on account of an antecedent debt owed by the Debtor before such Transfers were made.
- 34. The Transfers in the one-year period prior to the Petition Date enabled the Defendant to receive more than such creditor would receive in the Debtor's case under Chapter 7 of

Title 11 of the United States Code, and if the Defendant received payment of such debt to the extent provided by Chapter 7 of Title 11 of the United States Code.

35. Therefore, pursuant to 11 U.S.C. § 547, Plaintiff may avoid the transfer of the Transfers in the one-year period prior to the Petition Date to Defendant, and are recoverable from the Defendant pursuant to section 550(a).

# **COUNT V- RECOVERY**

- 36. The allegations of the preceding paragraphs are incorporated by reference here..
- 37. Therefore, Pursuant to 11 U.S.C. §§544, 548 and 550 the Debtor may recover the value of the Transfers to Defendant from Ibex.

# **COUNT VI- DECLARATORY JUDGMENT**

- 38. The allegations of the preceding paragraphs are incorporated by reference here..
- 39. The should declare that Ibex's remaining Claims, if any are unsecured against any assets of the estate.

WHEREFORE, the Plaintiff, Frederic P. Schwieg, Trustee, requests Judgment as follows:

- That this Court enter an order that the extensions of money or credit to the Debtor by Defendant were contributions to capital and not debts of the Debtor;
- 2. That this Court enter an order avoiding the Transfers to Defendant as they were fraudulent transfers under Federal and Ohio state law; and
- 3. That this Court enter an order avoiding the Transfers to Defendant in the one year period prior to the Petition Date as they were preferential transfers under Federal law;
- 4. That the Court award the Trustee judgment in the amount of the Transfers, to wit \$714,074.32; and

such further relief and such further equities as this Court deems just.

Respectfully Submitted, /s/ Frederic P. Schwieg

Frederic P. Schwieg, Esq. (0030418) Attorney at Law 19885 Detroit Rd #239 Rocky River, Ohio 44116 (440) 499-4506 Fax (440) 398-0490 fschwieg@schwieglaw.com Subchapter V Trustee

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Paid against open AP	0.05 Paid	226.05	No Description provided - pymt through Accounts Payable #2001	2 :	20 (Check) Bill Payment	03/09/2020	1010 Checking x6063
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d Paid against open AP	85.35 Paid	85	No Description provided - pymt through Accounts Payable #2001	2 2	Q	03/09/2020	1010 Checking x6063
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d Paid against open AP	0.00 Paid	4,726.00	No Description provided - pymt through Accounts Payable #2001	. 2		02/24/2020	1010 Checking x6063
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d Reimbursement on open balance	50 Paid	487.50	No Description provided - pymt through Accounts Payable #2001	. 2	19 (Check)	12/31/2019	1010 Checking x6063
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	2.60 Paid	25,042.60 15,993.75	No Description provided - pymt through Accounts Payable #2001		19 (Check)	10/1/19	1010 Checking x6063
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		631.60	UNITED 0162456343871-DJ Dave flight to Chicago			06/05/2019	1020 Andrew x 9736
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	8.05 Paid	128.05	Online Transfer to CHK 7683 t ransaction#: 8137816429 04/16-Reimburse David's Uber Charges	2		04/16/2019	1010 Checking x6063
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d Not listed in report provided by D Stanfill d Not listed in report provided by D Stanfill	0.08 Paid	269.08	HILTON HOTELS COLUMBUS-David hotel  DELTA AIR 006236683933-David Canada Salve Tido		19 Expense	04/09/2019	1020 Andrew x 9736
d reimbursement-customer refunds	).00 Paid	8,400.00	David Reimbursement	633	19 Check	03/31/2019	1010 Checking x6063
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d Refunded customers / small amount of DK and Mouser ordered personally	).00 Paid	5,000.00	No Description provided - pymt through Accounts Payable #2001	. 2	18 (Check)	09/27/2018	1010 Checking x6063
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EXHIBIT **A** 

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Paid against open AP (Generac Transfer Switch)	Paid	1,031.73	No Description provided - pymt through Accounts Payable #2001	Bill Payment 0 (Check)	07/24/2020	1010 Checking x6063
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Paid against open AP	Paid	1,063.26	No Description provided - pymt through Accounts Payable #2001		06/23/2020	1010 Checking x6063
Paid against open AP	Paid	605.00	No Description provided - pymt through Accounts Payable #2001	0 (Check)	06/23/2020	1010 Checking x6063
Paid against open AP	Paid	483.35	No Description provided - pymt through Accounts Payable #2001		06/23/2020	1010 Checking x6063
Paid against open AP (Briegel 12k 1/2)	Paid	281.85	No Description provided - pymt through Accounts Payable #2001		06/23/2020	1010 Checking x6063
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Paid against open AP (Gould Water Pump 2/3)	Paid	10,500.00	No Description provided - pymt through Accounts Payable #2001		05/29/2020	1010 Checking x6063
Paid against open AP (Generac 5/5)	Paid	8,100.20	No Description provided - pymt through Accounts Payable #2001		05/21/2020	1010 Checking x6063
Paid against open AP (Goulds Water Pump 1/3)	Paid	3,704.93	No Description provided - pymt through Accounts Payable #2001	0 (Check)	05/21/202	1010 Checking x6063
Paid against open AP (Matt E Lunch)	Paid	194.87	No Description provided - pymt through Accounts Payable #2001	0 (Check) Bill Payment	05/21/2020	1010 Checking x6063
Not listed in report provided by D Stanfill	Paid	4,100.00	Dawd used Cash to Furchase Ar compressor	Bill Payment	05/04/202	1010 Checking x6063
Paid against open AP (Construction Crew 3/31)	Paid	4,030.00	No Description provided - pymt through Accounts Payable #2001	0 (Check)	04/27/202	1010 Checking x6063
Paid against open AP (Generac 4/5)	Paid	600.00	No Description provided - pymt through Accounts Payable #2001		04/23/2020	1010 Checking x6063
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Paid against open AP	Paid	7,141.89	No Description provided - pymt through Accounts Payable #2001	(Check)	04/20/2020	1010 Checking x6063
Paid against open AP	Paid	6,175.00	No Description provided - pymt through Accounts Payable #2001		04/20/2020	1010 Checking x6063
Paid against open AP	Paid	4,952.25	No Description provided - pymt through Accounts Payable #2001	0 (Check)	04/20/202	1010 Checking x6063
Paid against open AP	Paid	3,343.90	No Description provided - pymt through Accounts Payable #2001	0 (Check) Bill Payment	04/20/2020	1010 Checking x6063
Paid against open AP (Generac 3/5)	Paid	2,495.84	No Description provided - pymt through Accounts Payable #2001	0	04/20/202	1010 Checking x6063
Paid against open AP	Paid	780.00	No Description provided - pymt through Accounts Payable #2001	0 (Check) Bill Payment	04/20/2020	1010 Checking x6063
Paid against open AP	Paid	363.33	No Description provided - pymt through Accounts Payable #2001	0 (Check) Bill Payment	04/20/202	1010 Checking x6063
Paid against open AP	Paid	222.85	No Description provided - pymt through Accounts Payable #2001	0 (Check) Bill Payment	04/20/202	1010 Checking x6063
Paid against open AP (Ryan Mann Labor)	DIRA	200.00	No Description provided - pymt through Accounts rayable #2001		04/20/2020	1010 Checking x6063
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Paid against open AP	Paid	50.00	No Description provided - pymt through Accounts Payable #2001	Bill Payment 0 (Check)	04/06/2020	1010 Checking x6063
Paid against open AP (Generac 1/5)	Paid	30,353.96	No Description provided - pymt through Accounts Payable #2001	Bill Payment 0 (Check)	03/18/2020	1010 Checking x6063
Paid against open AP (17679 part Liebert)	Paid	12,994.93	No Description provided - pymt through Accounts Payable #2001	)	03/18/2020	1010 Checking x6063
Paid against open AP	Paid	11,500.00	No Description provided - pymt through Accounts Payable #2001	0 (Check)	03/18/2020	1010 Checking x6063
Paid against open AP	Paid	10,999.83	No Description provided - pymt through Accounts Payable #2001		03/18/2020	1010 Checking x6063
Paid against open AP	Paid	8,596.93	No Description provided - pymt through Accounts Payable #2001		03/18/2020	1010 Checking x6063
Paid against open AP (Payment advance of Mouser #2 on 4/2, 1/2)	Paid	5,939.37	No Description provided - pymt through Accounts Payable #2001		03/18/2020	1010 Checking x6063
Paid against open AP	Paid	1,449.54	No Description provided - pymt through Accounts Payable #2001	0 (Check)	03/18/2020	1010 Checking x6063
Paid against open AP	Paid	1,060.27	No Description provided - pymt through Accounts Payable #2001		03/18/2020	1010 Checking x6063
Paid against open AP	Paid	1,039.96	No Description provided - pymt through Accounts Payable #2001		03/18/2020	1010 Checking x6063
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Paid against open AP (Redboard #2)	Paid	2,610.00	No Description provided - pymt through Accounts Payable #2001	~	03/09/2020	1010 Checking x6063
Paid against open AP (Redboard #3)	Paid	2,425.00	No Description provided - pymt through Accounts Payable #2001		03/09/2020	1010 Checking x6063
Paid against open AP (Redboard #1)	Paid	1,225.00	No Description provided - pymt through Accounts Payable #2001	0 (Check)	03/09/202	1010 Checking x6063
Paid against open AP (Bird Flight 3/3)	Paid	700.71	No Description provided - pymt through Accounts Payable #2001	(Check)	03/09/2020	1010 Checking x6063

/11 4/13 \$1000, 4/15 \$3000, 4/16 \$4175, 4/16 \$547.35, 4/16 \$164.24, 4/17 \$1000, 4/20 \$800, 4/2

		714,074.32				
Not listed in report provided by D Stanfill	Paid	30.49	Dave business trip	Expense	06/13/2021 Expense	1022 Dave CC x5173
Not listed in report provided by D Stanfill	Paid	37.66	Dave business trip	Expense	06/11/2021 Expense	1022 Dave CC x5173
Not listed in report provided by D Stanfill	Paid	15,000.00	No Description provided - pymt to acct #1022 Dave CC x5173	Expense	06/09/2021 Expense	1010 Checking x6063
Not listed in report provided by D Stanfill	Paid	518.28	Dave Car that we can celed	Expense	06/09/2021 Expense	1022 Dave CC x5173
Not listed in report provided by D Stanfill	Paid	26,661.47	No Description provided - pymt to acct #1022 Dave CC x5173	Transfer	05/26/2021 Transfer	1010 Checking x6063
Not listed in report provided by D Stanfill	Paid	50,000.00	No Description provided - pymt to Long Term Loan D Stanfill	Expense	04/29/2021 Expense	1010 Checking x6063
Not listed in report provided by D Stanfill	Paid	25,000.00	No Description provided - pymt to Long Term Loan D Stanfill	Expense	04/28/2021 Expense	1010 Checking x6063
Not listed in report provided by D Stanfill	Paid	35,673.66	No Description provided - pymt through Accounts Payable #2001	Bill Payment (Check)	04/06/2021 (Check)	1010 Checking x6063
Paid against open AP	Paid	990.00	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	10/19/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	11,191.60	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP (Quantum Shelving 3/3)	Paid	6,365.45	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	5,079.70	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	4,747 28	No Description provided - pymt through Accounts Payable #2001	) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	3,951.83	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	2,901.48	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	1,941.55	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	1,941.55	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	1,557.83	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
×	Paid	300.00	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP	Paid	21.73	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	09/09/2020 (Check)	1010 Checking x6063
Paid against open AP ((Quantum Sheiving 2/3)	Paid	5,000.00	No Description provided - pymt through Accounts Payable #2001	Bill Payment ) (Check)	08/13/2020 (Check)	1010 Checking x6063
Paid against open AP (Quantum Shelving 1/3)	Paid	2,816.77	No Description provided - pymt through Accounts Payable #2001	) (Check)	07/24/2020 (Check)	1010 Checking x6063